

County of Putnam

ALVORD AND ALVORD
ATTORNEYS AT LAW
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20006-2973

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RECORDATION NO. 20843 FILED

SEP 2 '97

10-40AM

OF COUNSEL
URBAN A. LESTER

September 2, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Lease Agreement (with Equipment Schedule 01), dated as of August 5, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: KeyCorp Leasing Ltd.
54 State Street
Albany, NY 12201

Lessee: Genesee Valley Transportation Co., Inc.
8364 Lewiston Road
Batavia, NY 14020

A description of the railroad equipment covered by the enclosed documents is:

Two (2) locomotives bearing road marks and numbers IHRC 310 (formerly WAER 310) and DLRR 4.

RECEIVED
TRANSPORTATION
BOARD
SEP 10 3 11 PM '97

Mr. Vernon A. Williams
September 2, 1997
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures



RECORDATION NO. 20843 FILED

SEP 2 '97

10-40AM

MEMORANDUM OF LEASE AGREEMENT

EQUIPMENT SCHEDULE 01

Dated as of August 5, 1997

between

KEYCORP LEASING LTD.,
Lessor

and

GENESEE VALLEY TRANSPORTATION CO. INC.

Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 19____, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of August 5, 1997 is made by and between GENESEE VALLEY TRANSPORTATION CO. INC. a New York corporation ("Lessee"), and KEYCORP LEASING LTD., a Delaware corporation ("Lessor").

WITNESSETH

1. Pursuant to a Master Equipment Lease Agreement, together with Schedule 01 of even date (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor 1 1964 ALCO C-420 LOCOMOTIVE ENGINE & 1 1950 ALCO RS-3 LOCOMOTIVE ENGINE bearing the railroad reporting markings set forth on Exhibit A attached hereto.

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Initial Term and any Renewal Terms as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

KEYCORP LEASING LTD.

By: 

Name: **Joan P. McGrath**
Title: **Vice President**
Regional Business Unit Manager

Lessee:

GENESEE VALLEY TRANSPORTATION CO. INC.

By: _____

Name: _____

Title: _____

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IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

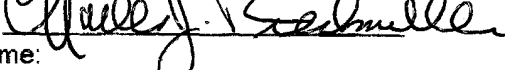
Lessor:

KEYCORP LEASING LTD.

By: _____
Name:
Title:

Lessee:

GENESEE VALLEY TRANSPORTATION CO. INC.

By: 
Name:
Title:

C.J. RIEDMILLER
EXEC. V.P. MARKETING/CFO

STATE OF New York)
) ss.:
COUNTY OF Albany)

On this 28th day of August, 1997, before me the subscriber personally appeared Joan P McGrath, who being by me duly sworn, did depose and say: that (s)he resides at Albany, New York; that (s)he is a Vice President of KeyCorp Leasing Ltd. the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

Patricia M Norwood
NOTARY PUBLIC

My Commission Expires:

PATRICIA M. NORWOOD
Notary Public, State of New York
No. 4863343
Qualified in Rensselaer County
Commission Expires June 23, 1998

STATE OF New York)
) ss.:
COUNTY OF _____)

On this ____ day of _____, 1997, before me the subscriber personally appeared _____, who being by me duly sworn, did depose and say; that (s)he resides at _____, NY; that (s)he is a _____ of GENESEE VALLEY TRANSPORTATION CO. INC. the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

NOTARY PUBLIC

My Commission Expires:

STATE OF New York
) ss.:
 COUNTY OF Genesee

On this 28 day of August, 1997, before me the subscriber personally appeared _____, who being by me duly sworn, did depose and say: that (s)he resides at Albany, New York; that (s)he is a Vice President of KeyCorp Leasing Ltd. the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

 NOTARY PUBLIC

My Commission Expires:

STATE OF New York)
) ss.:
 COUNTY OF Genesee)

On this 28 day of Genesee, 1997, before me the subscriber personally appeared Charles J. Rosimella, who being by me duly sworn, did depose and say; that (s)he resides at Rochester NY; that (s)he is a Vice President of GENESEE VALLEY TRANSPORTATION CO. INC. the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

Rubie K. Levins
 NOTARY PUBLIC

My Commission Expires: June 30, 1999



RUBIE K. LEVINS
 NOTARY PUBLIC, STATE OF NEW YORK
 QUALIFIED IN GENESEE COUNTY
 MY COMMISSION EXPIRES 1999

EXHIBIT A
TO MEMORANDUM OF LEASE AGREEMENT
DATED AS OF August 5, 1997

VENDOR: RCC MATERIALS & EQUIPMENT CORP.
75-77 GROVE STREET
PATERSON, NJ 07509

QTY **EQUIPMENT DESCRIPTION**

1	RCC TIE MASTER #B9707042 W/ HOSE REEL, VALVE HOSE GUARD, TURNTABLE, CARBIDE TIP TIE PADS, HI-LOW TORQUE, TILT HEAD, 20 HP ENGINE, OIL COOLER, SEAT, TOWING PACKAGE
1	STANLEY TIE TAMPER
1	TT STEEL W/5" PAD

VENDOR: INDIANA HI-RAIL CORPORATION
4301 WESTERN AVE.
CONNERSVILLE, IN 47331

QTY **EQUIPMENT DESCRIPTION**

1	1964 ALCO C-420 LOCOMOTIVE ENGINE; SN# 3305-05; ROAD#310; REPORTING MARK IHRC
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VENDOR: AF RAILWAY INDUSTRIES, INC.
PO BOX 362
WHARTON, NJ 07885-0362

QTY **EQUIPMENT DESCRIPTION**

1	1950 ALCO RS-3 LOCOMOTIVE ENGINE, SN#78292; ROAD#4; REPORTING MARK DLRR
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